

EXHIBIT C



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FILE COPY

September 26, 2007

Via Overnight Courier

Octave Entertainment Fund, Ltd.
c/o Octagon Asset Management, LLC
267 Fifth Avenue, Suite 301
New York, New York 10016
Attn: C. Mead Welles

**Re: Guaranty Agreement, dated as of August 18, 2006, and made by
Octave Entertainment Fund, Ltd. in favor of The Gatorade Company**

Dear Mr. Welles:

I am writing on behalf of The Gatorade Company ("Gatorade") to demand the payment of \$2,000,000 from Octave Entertainment Fund, Ltd. ("Octave") pursuant to that certain Guaranty Agreement, dated as of August 18, 2006, and made by Octave in favor of Gatorade (the "Guaranty").

As you are aware, pursuant to a Strategic Marketing Agreement (the "Marketing Agreement"), dated as of August 18, 2006, by and between Gatorade and The Gracie Movie LLC ("Gracie"), Gatorade, among other things, loaned \$2,500,000 (the "Additional Marketing Payment") to Gracie in connection with Gracie's writing, producing, editing and securing distribution for a major motion picture titled "Gracie." Section 5.2 of the Marketing Agreement provides, in pertinent part, that:

No later than December 15, 2006, [Gracie] shall repay to Gatorade \$500,000 of the Additional Marketing Payment. No later than the date which is fifty (50) weeks following [Gracie's] receipt of the Additional Marketing Payment, [Gracie] shall repay to Gatorade the remaining \$2,000,000 of the Additional Marketing Payment.

Gracie satisfied its obligation to repay \$500,000 of the Additional Marketing Payment to Gatorade. However, the balance of the Additional Marketing Payment (i.e., \$2,000,000) is past due and Gracie has failed and/or refused to repay those funds to Gatorade.

Pursuant to the Guaranty, Octave absolutely, unconditionally and irrevocably guaranteed the prompt payment of the outstanding balance of the Additional Marketing Payment in an aggregate amount not to exceed \$2,500,000. Thus, pursuant to Article IV of the Guaranty, Gatorade hereby demands Octave's payment of \$2,000,000 in immediately available funds no later than five (5) business days from the date of this letter. Funds should be wired to the account listed below:

Bank: JP Morgan Chase, New York
ABA No.: 021-000-021
Swift Code: CHASUS33
Account Name: The Quaker Oats Company
Account Number: 323268021



September 16, 2007
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If Gatorade does not receive \$2,000,000 within five (5) business days following September 27, 2007, it will take all necessary actions to protect and enforce its rights under the Guaranty, including, without limitation, filing an action against Octave in the United States District Court for the Southern District of New York.

Please feel free to give me a call should you have any questions or comments.

Very truly yours,

DLA Piper US LLP

A handwritten signature in black ink, appearing to read 'Brian A. Audette', written over the printed name.

Brian A. Audette

BAA:fp

cc: Mark McGowan
David Neff
Brian Murphy

UPS CampusShip: View/Print Label

- 1. Print the label(s):** Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
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- 3. GETTING YOUR SHIPMENT TO UPS**



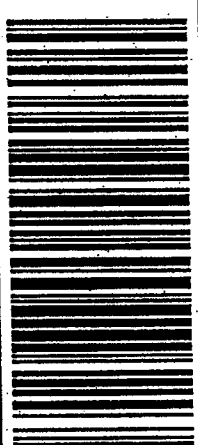

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<p>BRIAN A. AUDETTE 312/368-2195 DLA PAPER US LLP 203 NORTH LASALLE STREET CHICAGO IL 60601</p> <p>SHIP TO: ATTN: C. MEAD WELLES OCTAVE ENTERTAINMENT FUND, LTD. SUITE 301 267 FIFTH AVENUE C/O OCTAGON ASSET MANAGEMENT, LLC NEW YORK NY 10016-7503</p>	<p>NY 100 7-01</p>  	<p>UPS NEXT DAY AIR</p> <p>TRACKING #: 1Z 608 559 01 9877 3271</p>		<p>BILLING: P/P</p> <p>Client-Matter: 252008-000033 Attorney ID: 11412</p> <p>CS 9.5.16.0 WWS7650 69.0A 07/2007</p> <p>TM</p> 
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Tracking Summary

Tracking Numbers

Tracking Number: 1Z 608 559 01 9877 327 1
Type: Package
Status: **Delivered**
Delivered On: 09/27/2007
10:10 A.M.
Delivered To: NEW YORK, NY, US
Signed By: THORN
Service: NEXT DAY AIR

Tracking results provided by UPS: 09/27/2007 4:01 P.M. ET

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Tracking Number: 1Z 608 559 01 9877 327 1
Service: NEXT DAY AIR
Shipped/Billed On: 09/26/2007
Delivered On: 09/27/2007 10:10 A.M.
Delivered To: NEW YORK, NY, US
Signed By: THORN
Location: OFFICE

Thank you for giving us this opportunity to serve you.

Sincerely,
United Parcel Service

Tracking results provided by UPS: 09/27/2007 4:11 P.M. ET